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LMD Yearly review 2017

The Local Marketing District met 2 times per month on the 1st and 3rd Tuesdays, where business was discussed and funding allocations were made. The below is a list of funding allocations that were passed by the LMD during the 2017 budget cycle (YTD).

- Dinosaur Welcome Sign: Approved \$13,620.
- Smart Business Alliance: Business opportunity toolkit matching funds for grant applications, approved \$15,000.
- Craig Moffat Economic Development Partnership: Broadband Part Time Position Funding, approved \$20,000 for three years (total).
- Rural Philanthropy Days: Sponsorship, approved \$5,000.
- Associated Governments of Northwest Colorado: Sponsorship 2017 Economic Development Summit, approved \$2,000.
- Moffat County Tourism Association: Advertising funding for signature events, approved \$20,000.
- Downtown Business Association: Octoberfest, approved \$2,000.
- City of Craig/ Parks and Rec Department: Parks and recreation master plan matching funds for DOLA, approved \$19,250.

Currently the budgets are residing with the total amounts (YTD):

- Tourism Projects and Development: \$15,810
- Marketing: \$11,750
- Other professional services: \$45,000
- Miscellaneous: \$41,250.50

The 2016- 2017 goals marked with Completed, Reviewed, or No Action Taken:

1. Establish communication with the County, City of Craig & Dinosaur along with other entities to obtain input of important projects for MCLMD to work on while seeking areas of cooperation and support between MCLMD and other entities. **Completed.**
2. Consider hiring outside legal counsel and have a workshop to review Colorado LMD statutes and MCLMD by-laws to educate board members of responsibilities and powers. **Completed.**
3. Develop job description, advertise and hire a part-time Administrative Assistant to help the Board with Administrative duties. **Completed.**
4. Review Better Cities / CEDS program, 13 Ways Action Agenda, CMEDP Strategic Plan and Dinosaur Strategies and prioritize items to be implemented. **No Action Taken (by LMD).**
5. Develop working committees as needed with one or two Board members and community members that can provide expertise in areas the committee is working on. **Reviewed.**

6. Amend CEDS as needed with additional projects that the MCLMD Board determines are priority projects. **No Action Taken.**
7. Put out to bid feasibility studies on projects that the MCLMD Board determines are appropriate and engage the best company or person to do the feasibility studies. **No Action Taken.**
8. Seek out individuals or companies who can write grants to obtain funding for various purposes as determined by the MCLMD. **Reviewed.**
9. Work toward developing job description, qualities desired and the experience needed for a MCLMD Director / Champion. **No Action Taken.**
10. Discuss feasibility and efficiency of merging MCTA and CMEDP under MCLMD Board or establishing working agreements between the entities for use of funds in marketing, economic development projects and staffing. **Reviewed.**
11. Establish a clear and concise plan for recruiting businesses into Moffat County. **Reviewed, partner with Smart Business Alliance.**

Summary:

The Moffat County Local Marketing District is currently planning their 2018 operating plan and goals, along with filling two open board positions. The current budgeting process is underway with a sum of money being kept in reserved from the 2016 and 2017 budgets.

The supporting minutes from the 2017 fiscal year are attached to this document.

MOFFAT COUNTY LOCAL MARKETING DISTRICT

Action Plan for 4th Quarter 2017

1. By September 26, 2017 recommend that the City of Craig appoint Luke Tucker (CMEDP Chair) to fill the City's vacant seat on the LMD Board and that the Moffat County Commissioners appoint Shannon Moore (MCTA Chair) to fill the County's vacant seat on the LMD Board.

By October 17th LMD Board meeting, have LMD Board positions filled, hold officer elections and administer oath of office to new members.
2. By September 26, 2017 submit and present operating plan, budget, revised by-laws and LMD review of previous year to Dinosaur Town Council, City of Craig and Moffat County Board of Commissioners.
3. By December 1, 2017 have job description for Director / Champion written. Begin advertising position, seek applications by December 15, 2017 and hire director by February 15, 2018.
4. Have due diligence done on site selection and cost of office space for MCLMD by December 31, 2017 and negotiate a rental contract for space and occupancy by February 15, 2018.
5. Receive approval from Ex-Officio members of 2018 budget, operating plan and revised by-laws by November 1, 2017, then begin process of forming four standing committees as identified by the operating plan with two LMD Board members and three outside members. Have committee members identified along with committee structure and expectations formalized by January 15, 2018. Approve and seat members to be functional by February 15, 2018.
6. Begin discussions with MCTA, CMEDP, Chamber, County and City regarding possible shared resources for website strategies by November 15, 2017. Have due diligence, development costs and execution done by end of 1st Quarter 2018 to have functional website for MCLMD whether that is inclusive or exclusive of other entities.
7. Begin discussions with MCTA and CMEDP regarding potential Intergovernmental Agreements (IGA's) by November 15, 2017 to explore sharing costs of office space, staffing, projects and other overhead while retaining classifications and benefits of each separate entity. (On-going)

2018 Operating Plan for the Moffat County Local Marketing District

In 2018, the Moffat County Local Marketing District shall:

- A. Promote marketing and economic development/diversification and tourism within Moffat County, the City of Craig and the Town of Dinosaur:**
 - a. Create and distribute a Survey, either by electronic survey or one-on-one interviews, with graduates of Moffat County High School from 2002-2012 as to (a) reasons for living in Moffat County, or living elsewhere, (b) types of college degrees or small business endeavors, (c) any barriers to relocation in Moffat County if located outside of the county, or any barriers to continued residence in Moffat County if presently located, (d) reasons for business closures between from 2000-2016, current barriers to starting new businesses in Moffat County, and opportunities for business relocation to Moffat County either via existing small business or opportunity to work remotely (a/k/a location neutral) in Moffat County.
 - b. Explore business recruitment in Moffat County based on the Business Alliance Report.
 - c. Provide initial funding, support, development and promotion of one new key signatory tourism event in Moffat County focused on cultural heritage or history of Moffat County for two days.
 - d. Explore opportunities for creation of a Moffat County Visitor's Center.
 - e. Provide initial funding, support, development and promotion of three niche or focused events targeting specific community e.g. an endurance running event, motorized vehicle racing event e.g. dirt bike/four-wheeler/snow-mobile with one each in Dinosaur, Craig, and Moffat County.
- B. Propose strategies and associated budgets to achieve the proposed goals along with measurable results for the upcoming year:**
 - a. The LMD is submitting herewith its proposed 2018 Budget. Proposed goals shall be measured by completion of events as funded, participation/attendance at events, surveys distributed inquiring of participants how they learned of the event.
 - b. Measurement of hotel occupancy rates by survey to owners of hotels and reception desk for guests to inquire of reason for visit (business or pleasure) and what was done in the area during their visit.
 - c. Note attendance figures to visitor center and museums and specifically whether funds allocations resulted in any increased attendance.
- C. Develop a strategy for creation, maintenance and coordination of an effective broadband presence for and within the County:**
 - a. Collaborate with other entities in Moffat County to focus on next steps in expanding, developing and implementing broadband services including participating in and developing grant submittals and ascertaining successes in other counties and rural areas of Colorado to advance broadband development.
- D. Strategies for marketing in-county experiences and fulfillment:**
 - a. Create and encourage a platform for sharing and promoting Moffat County experiences via social media through interconnecting and sharing Moffat County experiences.

- E. **Propose performance-based contracts with economic development and marketing/tourism vendors/subcontractors that contract with the Board:**
 - a. Contracts to be based on payment terms reaching certain benchmarks or threshold relative to event implementation with marketing/tourism and established progress through survey or grants received/implemented with economic development.
- F. **Coordinate with strategic partners including but not limited to CNCC, Craig Chamber of Commerce, Moffat County Tourism, Craig Moffat Economic Development Partnership and anyone or any groups that set forth goals and objectives to enhance marketing, tourism and economic development/diversification within the City of Craig, Moffat County and the Town of Dinosaur:**
 - a. Negotiate, develop and enter into Intergovernmental Agreements (IGA's) to share costs of office space with associate infrastructure and then executive director with related staff, acquisition of office space and hiring of positions to maximize use of funds, but still retain classifications and benefits of each separate entity at the same time.
- G. **Projects previously approved for funding in 2018**
 - a. Museum of Northwest Colorado.
 - i. \$7,517.00 to be funded in 2018 and continuing in 2019, to include rental of billboard advertising space, and delivery/display of brochures to Steamboat Springs, CO where a substantial number of visitors learn about the Museum. The Museum of Northwest Colorado is a primary tourism draw in downtown Craig. During their visit to the Museum, visitors request and are provided information about additional attractions in Craig and Dinosaur. Funding to the Museum is supportive of the mission and vision of the LMD.
 - ii. Continued funding to CMEDP in 2018 and 2019 for dedicated staff to facilitate accelerated broadband implementation in Moffat County.
- H. **The LMD will establish working committees to further develop the following areas:**
 - a. ***Community Pride***
 - i. This committee will be responsible for encouraging participation in volunteer activities to improve and enhance the appearance of Moffat County, which will in turn promote tourism and development.
 - b. ***Marketing and Tourism***
 - i. Marketing: This committee will be responsible for identifying and implementation proven marketing strategies for rural communities, including but not limited to promotion on social media, print media and through collaboration with existing marketing resources in Craig and Dinosaur, CO. This committee shall also enhance the website for the LMD and inform the public community of Moffat County of the funded projects by the LMD, and develop a recognizable logo for events or LMD funding recipients to prominently display at events or at venues/locations where LMD funds have been expended.
 - ii. Tourism: This committee shall identify information such as the typical visitor profile in Moffat County, the approximate funds expended for tourism in Moffat County on an annual basis, and accommodation statistics. This committee shall determine strategies for an increase in visits to current tourist attractions and development of new tourism opportunities, to include offering of winter and

summer tour and accommodation packages. It shall review opportunities for development of or enhancement of any websites detailing tourism opportunities in Moffat County, and the creation of a Moffat County Visitor's Center. This committee will also be responsible for collaboration with existing tourism entities in Moffat County such as the Moffat County Tourism Association, the Craig Chamber of Commerce and the Colorado Visitor Center in Dinosaur.

c. *Economic Development and Broadband*

- i. Economic Development: This committee will be responsible for working with governmental and private employers in Moffat County to determine existing and potential areas of economic development. This committee will be responsible for collaboration with existing economic development entities in Moffat County such as the Craig Moffat Economic Development Partnership. This committee shall explore business recruitment based on the Business Alliance Report.
- ii. Broadband: This committee will be responsible for collaborating with other entities in Moffat County to focus on next steps in expanding and developing broadband services including participating and developing grant submittals and ascertaining successes in other counties and rural areas of Colorado to advance broadband development.

d. *Funding Review Committee:*

- i. The Funding Review Committee shall review applications for funding received by the Board of Directors. This committee shall work with the Board to develop policies and procedures for review of applications, to include guidelines for determining whether the application qualifies for funding under the By-Laws of the LMD and the Local Marketing District Act, and what amount should be funded.

FUND 31-MOFFAT COUNTY LOCAL MARKETING DISTRICT

REVENUES

31-	2015 Actual	2016 Actual	2017 Budget	2017 Estimate	2018 Budget
9000-4509 TAXES	0	0	225,000	225,000	200,000
Sales Taxes:	0	0	225,000	225,000	200,000
9500-4840 MISC REVENUE	0	0	0	0	0
Miscellaneous:	0	0	0	0	0
9500-4801 MISC INTEREST EARNED	0	0	50	0	0
Interest:	0	0	50	0	0
Carryover		252,634		104,424	
Total Revenue:	0	0	477,684	225,000	557,058

FUND 31-MOFFAT COUNTY LOCAL MARKETING DISTRICT

EXPENDITURES

31-	2015 Actual	2016 Actual	2017 Budget	2017 Estimate	2018 Budget
31-6000 PART TIME	0	0	0	0	0
00-6034 OVERTIME	0	0	0	0	0
00-6046 CONTRACT LABOR (TEMP)	0	0	0	0	0
00-6060 FRINGE BENEFITS	0	0	0	0	0
Personnel Expenditures:	0	0	0	0	0
00-6075 PROF SERV ACCOUNTING	0	0	0	0	0
00-6076 PROF SERV LEGAL	0	0	0	0	25,000
00-6079 PROF SERV OTHER	0	0	0	0	47,000
00-6085 OFFICE SUPPLIES	0	0	0	0	700
00-0000 OFFICE SPACE	0	0	0	0	12,000
00-6086 POSTAGE	0	0	0	0	150
00-6087 COPIES	0	0	0	0	150
00-6088 ADVERTISING	0	0	0	0	0
00-6090 WEB PAGE MAINTENANCE	0	0	0	0	0
00-6100 OPERATING SUPPLIES	0	0	0	0	0
00-6103 TELEPHONE	0	0	0	0	0
00-6104 UTILITIES	0	0	0	0	0
00-6108 TRAVEL	0	0	0	0	3,000
00-6112 BROCHURES	0	0	0	0	0
00-6124 TOURISM ACTIVITIES & DEVELOPM	0	0	0	0	50,000
00-6187 CONTINGENCY	0	0	0	0	0
00-6201 MARKETING	0	0	0	0	50,000
00-6300 DUES	0	0	0	0	0
00-6301 EMPLOYEE EDUCATION	0	0	0	0	0
00-6305 PROMOTIONAL MATERIAL	0	0	0	0	0
00-6308 BOARD MEMBER EXPENSE	0	0	0	0	0
00-6326 EVENT FUNDING	0	0	0	0	0
00-6334 TRADE SHOW	0	0	0	0	0
00-6344 BILLBOARD SIGNAGE	0	0	0	0	0
00-6349 MISCELLANEOUS	0	0	0	0	92,000
00-0000 RESERVE/CONTENGENCY	0	252,634	0	0	277,058
Operating Expenditures:	0	0	0	0	557,058
00-6220 CAP OUTLAY OFFICE EQUIP	0	0	0	0	0
Capital Expenditures:	0	0	0	0	0
Expenditure Total:	0	0	0	0	557,058

By-Laws

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Article One General Provisions

Section 1.01 Definitions

When used in these By-laws, the following words, terms and phrases shall have the following meaning:

- a. The term "District" or "Local Marketing District" "LMD" shall mean the Moffat County Local Marketing District, a local marketing district formed under the provisions of C.R.S. §§ 29-25-101 *et. seq.*, as amended.
- b. The term "Local Marketing District Act" or "Act" shall mean the act as set forth in C.R.S. §§ 29-25-101 *et. seq.*, as amended.
- c. The term "Open Meetings Law" shall mean C.R.S. § 24-6-401 *et. seq.*, as amended.
- d. The term "Open Records Act" shall mean C.R.S. § 24-72-201 *et seq.*, as amended.
- e. The term "2015 Ballot Measure 5A" shall mean ballot measure voted on by the electors of Moffat County on November 3, 2015, under which the District was organized and created pursuant to the Act.
- f. The term "Craig City Council" shall mean the City of Craig City Council.
- g. The term "Dinosaur Town Council" shall mean the Town of Dinosaur Town Council.

By-Laws of Moffat County Local Marketing District

- h. The term “Moffat County Commissioners” shall mean the Moffat County Board of County Commissioners.
- i. The term “Three Entities” shall mean the Moffat County Commissioners, the Craig City Council and the Dinosaur Town Council collectively, or individually, the “Entity.”
- j. The terms “Board of Directors” shall mean the Board appointed by the Three Entities.
- k. The term “Board Member” shall mean an individual appointed to the Board of Directors of the District.
- l. The term “Officer” shall mean an individual appointed to the position of President, Vice President, or Secretary/Treasurer as further defined in these By-Laws in Article 5.
- m. The term “Employee” shall mean individuals hired by the Board of Directors or an Officer for the District, including Executive Director.
- n. The “Ex Officio Board” shall mean the individuals elected to fill the positions on the board or councils of the Three Entities.

Section 1.02 Purpose

Pursuant to the provisions of C.R.S. § 29-25-111, the District shall provide any of the following services within the district:

- (A) Organization, promotion, marketing, and management of public events;
- (B) Activities in support of business recruitment, management, and development; and
- (C) Coordinating tourism promotion activities.

Section 1.03 Vision

The District was formed with the vision of promoting Moffat County as a premier recreation-tourism destination as well as a desirable business friendly location for those that enjoy a varied outdoor lifestyle with a western atmosphere.

Section 1.04 Mission

The District will support, enhance, encourage and develop programs that lead to economic diversification by increasing business retention, development recruitment in Moffat County that will in turn increase tourism, including funding for special events.

Section 1.05 Controlling Provisions

The District has all the powers set forth in the Act, and there is no limit on the powers granted by the Act which may be exercised by the District, subject to the delegation of authority by the Three Entities. This Article One is intended to be supplementary to the Act and in the event of any conflict between these By-laws and the Act, the provision of the Act shall control.

By-Laws of Moffat County Local Marketing District

Article Two Offices

Section 2.01 Principal Office

The District's principal address is:

c/o Moffat County Commissioners
221 W. Victory Way, Suite 130
Craig, Colorado 81625

The Board of Directors may designate, as they deem appropriate, the location of the office of the District for the benefit of the District so long as it remains within the jurisdiction of the District.

Article Three Board of Directors

Section 3.01 General Power

The Board of Directors will manage the District's affairs. The Board of Directors must act consistently with federal law, state law and the By-Laws. The Board Members shall have the specific powers and duties as enumerated in these By-laws and pursuant to the Act. The Board Members shall serve at the pleasure of the Three Entities.

Section 3.02 Number and Composition

The Board of Directors shall consist of seven (7) Board Members appointed as follows. The Moffat County Commissioners shall appoint three (3) Board Members. The Craig City Council shall appoint three (3) Board Members. The Dinosaur Town Council shall appoint one (1) Board Member.

Section 3.03 Board Member Qualifications and Appointment Procedure

Any Board Member appointed by the Three Entities as set forth in Section 3.02 shall:

- (a) Either be a resident or property owner in Moffat County, Colorado;
- (b) View the Moffat County as one interdependent and interconnected system;
and
- (c) Any individual that is not currently serving on any of the Three Entities.

By-Laws of Moffat County Local Marketing District

Section 3.04 Term of Office

Board Members shall serve terms beginning on the first day of August and ending on the last day of July for three years.

(a) Initial Terms

The terms of the initially appointed Board of Directors, whose terms began on August 1, 2016, shall be as follows:

- The City of Craig shall appoint one Board Member to serve a three (3) year term, one Board Member to serve a two (2) year term, and one Board Member to serve a one (1) year term.
- The Town of Dinosaur shall appoint one Board Member to serve a three (3) year term.
- Moffat County, through the Moffat County Commissioners, shall appoint one Board Member to serve a three (3) year term, one Board Member to serve a two (2) year term, and one Board Member to serve a one (1) year term.

Section 3.05 Re-appointment

There are no limits as to the number of consecutive terms in office that any Board Member may serve. A Board Member seeking re-appointment shall submit an application to the appropriate appointing Entity within sixty (60) days of the expiration of said Board Member's term. The Entity shall confirm such re-appointment unless good cause can be shown why the Board Member should not be re-appointed, and no vacancy shall exist.

Section 3.06 Vacancies

If any vacancy is caused by death, resignation, or removal of a Board Member, then within 30 days after a vacancy occurs, a successor Board Member shall be appointed by the Entity which appointed the departing Board Member to the position, subject to Section 3.03 and Section 3.04 to hold office for the remaining term of the Board Member whose place is vacant.

Section 3.07 Selection of Board Members

The Board of Directors may adopt policies and procedures for accepting applications and interviewing individuals who wish to be appointed to the Board. While the Three Entities shall retain sole discretion in appointment of Board Members, the Board of Directors shall make recommendations to the Three Entities.

The Board Members shall set forth the procedure for applications to be submitted to the Board of Directors for review, and may publish notice in the local newspaper. The Board Members of the Board, or a committee of Board Members may interview qualified applicants for a Board Member position.

By-Laws of Moffat County Local Marketing District

Section 3.08 Resignation

Subject to the provisions of Colorado law, any Board Member may resign by giving written notice to the Secretary of the Board of Directors. The resignation will be effective when the Secretary receives the notice unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be appointed before that date but he or she will not take office until the resignation becomes effective.

Section 3.09 Removal

A Board Member may be removed from the Board of Directors in accordance with the provisions of C.R.S. § 29-25-108(1)(e) for inefficiency, neglect of duty or misconduct in office. Failure to attend three or more consecutive Board meetings is presumed to be a neglect of duty by a Board Member. The Board Member shall be given a copy of the charges, by certified mail to the last known address of the Board Member, and the Board Member shall have an opportunity to be heard in person or by counsel before the Board of Directors. The Board of Directors shall make a recommendation regarding removal to the Entity which appointed the Board Member within 10 days of such hearing. The Entity shall have the sole discretion in removing a Board Member appointed by the respective Entity, however it shall give great weight to the recommendation of the Board of Directors.

Section 3.10 Compensation of Board Members

The members of the Board of Directors shall not receive compensation for their services as Board Members, but they may receive reimbursement of reasonable mileage and travel expenses upon submission and approval of the Board, in a format approved by the Board.

Section 3.11 Conflicts of Interest

The Board of Directors shall adopt a conflict-of-interest policy which shall be amended from time to time by a majority of the Board.

Section 3.12 Performance of Duties

The Board Members shall act for the benefit of the District as a whole regardless of which of the Three Entities appointed the individual Board Member. Board Members shall serve in good faith in a manner in which the Board Member reasonably believes to be in the best interests of the District, and with such care as an ordinarily prudent person in like position would use under similar circumstances. In performance of its duties, a Board Member shall be entitled to rely on information, opinions, reports or statements prepared or presented by officers, employees, counsel or accountants employed or contracted by the District, any committee of the Board or other persons or groups as to matters which the Board Member reasonably believes to be within the knowledge or expertise of such persons or groups.

Article Four Meetings

Section 4.01 Place of Meeting

The Board of Directors will hold its meetings within Moffat County at a place to be determined by a majority vote of the Board.

Section 4.02 Regular Meetings

The Board of Directors shall hold regular meetings at least monthly.

Section 4.03 Special Meetings

Special meetings of the Board of Directors may be called by any Officer, or any two (2) Board Members. Notice of special meetings shall be given in accordance with the notice provisions of Section 4.04 of these By-laws, at least 72 hours in advance of the special meeting.

Section 4.04 Notice of Meetings

(a) Notice to the Public:

Per C.R.S. § 29-25-109 of the Act, meetings of the Board of Directors are subject to the Colorado Open Meetings Law. Pursuant to the same, notice of a regular or special meeting of the Board of Directors is considered "full and timely" if posted in a designated place within a reasonable time prior the meeting. The District may comply by posting notice at least 24 hours prior to the meeting. The designated primary public posting place shall be at the Craig City Hall, 300 W 4th Street, Craig, CO 81625, affixed to the bulletin board for public notices. Additional designated public posting places shall be at the US Post Offices in Craig, CO and Dinosaur, CO. The District shall also make every effort to post notice on its website.

(b) Notice to Board Members:

Not less than 72 hours prior to the date of any special Board meeting, the Secretary of the District shall notify all Board Members of the time, date, and place of such meeting, and if a special meeting, the purpose for which it is called. Notice may be given in person, by telephone, by U.S. mail, and/or to the email address which has been provided to the Secretary. It is the responsibility of each Board Member to provide current contact information to the Secretary.

(c) Additional Contents of Notice:

Notices of all meetings shall include or be accompanied by an agenda stating the specific items of business to be discussed.

Section 4.05 Quorum

The presence of a majority of the Board Members constitutes a quorum to transact business at all meetings of the Board of Directors.

Section 4.06 Conduct of Meetings

All regular or special meetings shall follow Robert's Rules of Order. Should there be any conflict between the Rules and these By-Laws, these By-Laws shall control.

Section 4.07 Meetings by Telephone

Any regular or special meeting may be held by conference telephone or similar communication equipment. All participating Board Members will be considered present in person at the meeting for all purposes.

Section 4.08 Votes by President and Proxy Votes

The President shall vote on all matters before the Board. There shall be no voting by proxy or by assignment.

Section 4.09 Required Vote

Except as may be provided otherwise in the By-Laws, the action of a majority of the Board Members at a meeting at which a quorum is present is the action of the Board of Directors.

Article Five Officers

Section 5.01 Election, Tenure, and Compensation

The officers of the District are the President, the Vice President, Secretary/Treasurer and any other appointments the Board of Directors may deem necessary.

The Board of Directors will elect the officers at the first meeting of the Board of Directors after each annual appointment of Board Members. If no election is held at such meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. Each officer will serve until his or her successor has been elected or until his or her death, resignation or removal. There are no limits on the number of terms an Officer may serve.

All officers shall also be Board Members. The same person may hold any two or more of the offices except the offices of President and Secretary. But no officer may sign, acknowledge or verify any instrument in more than one capacity if the law or the By-Laws require the instrument be signed, acknowledged or verified by any two or more officers.

By-Laws of Moffat County Local Marketing District

If any office (other than an office required by law) is not be filled by the Board of Directors, or, once filled, later becomes vacant, the office and all references to the office in these By-Laws will be treated as inoperative until the office is filled as provided in these By-Laws.

All officers, employees and agents are subject to removal at any time by the majority vote of the Board of Directors, except employees whose term is defined by written contract between the employee and the Board of Directors, in which case the removal is governed by the employment contract.

Section 5.02 Powers and Duties of the President

The President is the District's principal executive officer and has general charge and control over all of the District's affairs. The President shall preside at all meetings of the Board of Directors, approve agendas and chair meetings of the Board of Directors.

The President may exercise all powers of the District as enumerated in C.R.S. § 29-25-111 and which have been approved by the Board of Directors. Unless otherwise specifically limited by the By-Laws, the President has all powers and authority otherwise permitted the president of a local marketing district under Colorado law. The President is an *ex-officio* member of all the standing committees and will perform any other duties assigned from time to time by the Board of Directors.

If the office of Treasurer is vacant and no successor is designated, the President will also have the duties and powers of the Treasurer as provided in Section 5.05.

Section 5.03 Powers and Duties of the Vice President

The Board of Directors may elect a Vice President.

The Vice President will perform primarily the duties assigned by the President any other duties assigned from time to time by the Board of Directors or by the President.

In case of the absence or disability of the President, the Vice President, will perform the President's duties and be subject to all restrictions and powers of the President.

Section 5.04 Powers and Duties of the Secretary

The Secretary shall perform the following duties in his or her role as Secretary:

- give notice of all meetings of Board of Directors and all other notices required by the Colorado Open Meetings Law or by the By-Laws;

- keep minutes of the meetings of the Board of Directors and prepare the minutes to be made available to the public;

- perform all other duties that may be assigned to him or her from time to time by the Board Members or the President; and

- have custody of the Seal of the District and will affix the seal to all instruments requiring it, when authorized by the Board of Directors or the President, and attest to the seal.

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Unless otherwise specifically limited by the By-Laws, the Secretary has all powers and authority otherwise permitted the secretary of a local marketing district under Colorado law.

Section 5.05 Powers and Duties of the Treasurer

The Treasurer shall provide the following duties in his or her role as Treasurer:

- have custody of all the funds and securities of the District;
- keep full and accurate account of receipts and disbursements in books belonging to the District;
- deposit all moneys, donations and grant money and in the District's name and credit in those depositories as the Board of Directors may designate from time to time;
- disburse the funds of the District as ordered by the Board of Directors after taking proper vouchers for such disbursements;
- by August 20 of each year, prepare and submit to the Board Members a proposed budget for the ensuing fiscal year.
- furnish to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the District's financial condition; and
- furnish to the Board of Directors and to the Three Entities by August 20 every year a written report of the District's activities, receipts and disbursements during the previous tax year.

Unless otherwise specifically limited by these By-Laws, the Treasurer has all powers and authority otherwise permitted the treasurer of a local marketing district under Colorado law. Moffat County may act as the fiscal agent for the Treasurer and shall be an agent for the Treasurer in the collection, management and disbursement of all funds.

Article Six

Executive Director, Employees and Subcontractors

Section 6.01 Executive Director

An Executive Director may be hired by the Board of Directors. The Executive Director is responsible for conducting the day-to-day administration and business of the District, including implementation of the Operating Plan and efforts to obtain measurable results, subject to the control of the Board of Directors.

The Executive Director shall also be responsible for the following, unless otherwise expanded or modified by the action of the Board of Directors:

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- (a) Administer and supervise all Employees, Subcontractors and Vendors;
- (b) Administer all policies, programs and efforts of the District;
- (c) Provide staff support for and attend all meetings of the Board;
- (d) Prepare the annual budget, financial reports and all financial matters of the District with the assistance of the Treasurer;
- (e) Develop and submit the proposed Operating Plan for the District to the Board of Directors by August 20 each year; and
- (f) Carry out all other duties of the administrative office as assigned by the Board of Directors to implement the purposes of the District.

The Executive Director may execute, with the President or the Secretary, contracts or other obligations in the name of the District that the Board of Directors has authorized him or her to execute. The Executive Director is an *ex-officio* member of all the standing committees.

The Executive Director will perform any other duties assigned to him or her from time to time by the Board of Directors.

Section 6.02 Employees

Any employees will be hired by the President or the Executive Director, subject to the approval of the Board. Employees shall be under the supervision of the Executive Director, or the President if there is no Executive Director.

Section 6.03 Subcontractors and Vendors

All Subcontractors and Vendors shall be contracted by the Board of Directors, but shall be accountable to the Executive Director, or if no Executive Director is employed, then to the President.

Article Seven Committees

Section 7.01 Committees of Board of Directors

The Board of Directors may, by majority vote, designate one or more committees. Each committee must consist of at least two Board Members and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Board Member of any responsibility imposed on the Board of Directors or any individual members by law.

Section 7.02 Term of Office

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 7.03 Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

Section 7.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 7.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members constitutes a quorum to transact business at all committee meetings.

Section 7.06 Notice of committee meetings

All Board Members shall receive notice of committee meetings and information required by the Open Meetings Law. Notice of such meetings must be in compliance with the notice provisions of Section 4.04. All Board Members are entitled to attend committee meetings, but only committee members may vote.

Section 7.07 Rules

The provisions and requirements of Article Four concerning quorum, procedure and voting in Board meetings shall apply to committee meetings. The purpose of committee meetings must be limited to information-gathering or general discussions only. Committees do not have any authority to bind the District or enter into contracts or other obligations in the name of the District. Committees will present recommendations to the Board at a regular meeting or special meeting for approval or formal action.

Article Eight Liability and Indemnification

No Board Member or officer of the District will be personally liable for the payment the District's debts and liabilities except as any Board Member or officer may be liable by reason of his or her own conduct or acts. Nothing in these By-laws shall constitute a waiver of any rights and protections from liability of governmental entities under the Colorado Governmental Immunity Act, C.R.S. § 24-10-101 *et seq.*, or from sovereign immunity in general.

Subject to the previous paragraph, the District shall indemnify every Board Member or officer and his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her—as well as any amount paid upon judgment—in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party because of his or her role as a Board Member or officer of the District.

This indemnification is being given since the Board Members will be requested to act by the District for the District's benefit.

This indemnification is exclusive of all other rights to which a Board Member may be entitled.

The Board shall purchase and maintain insurance of a sufficient level on behalf of its Board Members, Officers and employees against any liability asserted against or incurred by such Board Members, Officers and employees.

Article Nine Seal of the District

The District will have a Seal. The Seal of the District must be circular in form and contain the name of the District. The Secretary must have custody and control of each copy of the Seal of the District.

Article Ten Financial Matters

Section 10.01 Financial Policies

The Board of Directors shall adopt and follow acceptable financial practices which provide transparency and accountability for the financial affairs of the District. The Board is entitled to apply for and receive grant money and donations, in addition to the revenues generated by the tax levy.

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Section 10.02 Operating Plan

The Board of Directors shall create, development and submit annually an updated viable business plan, known as the "Operating Plan." The Operating Plan shall address, at a minimum, the following:

- a. Proposed results and measurements set forth by the Board of Directors consistent with the purposes of promoting marketing and economic development/diversification and tourism within Moffat County, the City of Craig and the Town of Dinosaur.
- b. Proposed strategies and associated budgets to achieve the proposed goals along with measurable results for the upcoming year.
- c. Strategy for creation, maintenance and coordination of an effective broadband presence for and within the County.
- d. Strategies for marketing in-county experiences and fulfillment.
- e. Propose performance based contracts with economic development and marketing/tourism vendors/subcontractors that contract with the Board.
- f. Coordination with strategic partners including but not limited to CNCC, Craig Chamber of Commerce, Moffat County Tourism, Craig Moffat Economic Development Partnership and anyone or any groups that set forth goals and objectives to enhance marketing, tourism and economic development/diversification within the City of Craig, Moffat County and the Town of Dinosaur.

Section 10.03 Adoption of Budget and Operating Plan

The Board shall annually adopt a budget and operating plan for each calendar year prior to September 30. A copy shall be sent by the Secretary of the District to each of the Three Entities no later than September 30 of each year.

Pursuant to C.R.S. § 29-25-110, the representatives of the Three Entities shall approve or disapprove of the operating plan within thirty days after receipt of such operating plan and all requested documentation relating thereto, but not later than December 5 of the year in which such documents are filed.

Section 10.04 Quarterly Reports

The Board of Directors shall report on a quarterly basis to the Three Entities including the performance of the Operating Plan and the budget report.

Section 10.05 Adoption of Budget by Board of Directors and Appropriation of Funds

The Board of Directors shall not be authorized to appropriate money for payment in excess of the amounts appropriated to the budget for that fiscal year, and is prohibited from into any contracts obligating the District for payment of such amounts. Any contract made shall be considered null

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and void. The Board may appropriate revenue to a contingency fund to be used in cases of unforeseen expenditures.

(a) Contingencies

Should an emergency or unforeseen expenditure arise, as a result of a contingency which could not have been reasonably foreseen at the time of the adoption of the budget, the Board may authorize expenditure of additional funds. The minutes for the meeting shall set forth in detail the details and reason for the expenditure, and to be provided by the Secretary to the Three Entities as an amendment to that fiscal year's Operating Plan.

Section 10.06 Delegation by Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or to sign and deliver any instruments in the name of the District. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 10.07 Deposits

All District funds will be deposited to the credit of the District at those banks, trust companies or other depositories selected by the Board of Directors. But the Board of Directors may authorize any officer, employee or agent to select the banks, trust companies or other depositories into which the funds of the District will be deposited.

Section 10.08 Checks and Drafts

All checks, drafts and other orders for payments of money, notes, or other evidences of indebtedness by District must be signed by the Treasurer or those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors.

Section 10.09 Loans

The District is prohibited from making any loans or borrowing any funds.

Section 10.10 Expenses

The Board of Directors will pay all expenses of the District including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the District.

Article Eleven Contracting and Funding Procedures

Section 11.01 Application for Funds

Funding applications shall be submitted on the form available on the website for the District. Applications shall be filled out completely. The Board may reject improperly completed applications and request that they be re-submitted.

Section 11.02 Funding Procedure

The Board of Directors shall retain sole discretion to determine the amount to be funded and shall enter into a Funding Contract or Event Funding Contract with the applicant.

Article Twelve Records

Section 12.01 Custodian of Records

The Custodian of Records shall be the Secretary for the District. Requests for review of public records should be made to the Secretary by mailing a written request to the address for the District, or by sending an e-mail to the Secretary. The e-mail address for the Secretary shall be available on the website for the District.

Section 12.02 Internal inspection of Records

Each Board Member of the Board of Directors and member of the Three Entities shall have the right to inspect the records of the District upon reasonable request to the Secretary.

Article Thirteen Miscellaneous Provisions

Section 13.01 Fiscal Year

The fiscal year of the District shall end on the last day of December.

Section 13.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word *or* when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 13.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within the By-Laws are included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of this agreement.

Section 13.04 Reference to Laws

Any general or specific references to the laws of the State of Colorado are to the laws of the State of Colorado as now in force or later amended.

Section 13.05 Sunset Provision

The authority of the District to collect tax revenues ends on December 31, 2025, by virtue of a sunset provision in the ballot measure approved by the registered electors on November 3, 2015. If the authority is extended through a subsequent ballot measure, then the District will continue beyond that date.

Section 13.06 Dissolution

Upon the dissolution of the District by Section 13.05 or otherwise, all records, assets and property of the District will be placed in the custody of the Three Entities. Upon dissolution of the District, the Three Entities shall direct the Board of Directors to wind down the District.

Article Fourteen Amendments

Any amendment, alteration or repeal of the By-Laws must be approved by (a) two-thirds of the Board of Directors and (b) a majority of the Ex Officio Board.

Moffat County Local Marketing District
Conflict-of-Interest Policy

Adopted on _____ by the Board of Directors for the Moffat County Local Marketing District.

Conflicts shall include association by Board Members, officer and employees of the District with other entities whose interests may be adverse to the interests of the District. Board Members, officers or employees shall not disclose or use confidential information received through their role in the District in a manner contrary to the District's interests.

Each year, at the next meeting after which officers are appointed to the Board of Directors, all Board Members, officers and employees shall sign a written statement disclosing any conflicts and agreeing to adhere to the conflicts-of-interest policy of the District.

If a Board Member, officer or employee is appointed or hired subsequent to said annual meeting, that individual shall sign a written statement disclosing any conflicts and agreeing to adhere to the conflicts-of-interest policy of the District at the time of hiring or appointment.

Any Board Member shall disclose any potential conflicts of interest to the Board and recuse him or herself from any discussions, actions or votes regarding the matters which may present a conflict.